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中软国际

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CHINASOFT INTERNATIONAL LIMITED (the “**Company**”) will be held at 11:00 a.m. on Monday, 28 August 2023 at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen’s Road Central, Hong Kong for the following purpose:

To consider and, if thought fit, pass with or without modifications the following resolutions which will be proposed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT**

- (A) the proposed amendments to Articles 10, 44, 56, 58, 76(2), 76(3), 84(2), 86(3), 86(5), 155, 157, 158, 165, and 168 of the existing articles of association of the Company (the “**Core Amendments**”), the details of which are included in the updated new amended and restated articles of association of the Company as set forth in Appendix I to the circular of the Company dated 4 August 2023 be and are hereby approved and a new set of articles of association amended to reflect the Core Amendments be adopted in substitution for, and to the exclusion of the existing articles of association of the Company;
- (B) any director or the company secretary of the Company be and is hereby authorised to do all such acts as he deems fit to effect the adoption of the Core Amendments and the new articles of association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong; and

- (C) this Special Resolution No. 1 shall only take effect if Special Resolution No. 2 in this Notice is voted down in which case, this Special Resolution No. 1 shall take effect immediately at the close of this meeting.”

2. **“THAT**

- (A) the new amended and restated memorandum and articles of association of the Company, incorporating all the proposed amendments to the existing memorandum and articles of association of the Company, namely the Core Amendments and the Other Amendments, the details of which are set forth in Appendix I to the circular of the Company dated 4 August 2023, copies of which have been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company respectively with effect immediately from the close of this meeting; and
- (B) any director or the company secretary of the Company be and is hereby authorised to do all such acts as he deems fit to effect the adoption of the new amended and restated memorandum and articles of association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong.”

By order of the Board
Chinasoft International Limited
Dr. Chen Yuhong
Chairman and Chief Executive Officer

4 August 2023

** for identification purpose only*

Registered Office:

Century Yard, Cricket Square,
Hutchins Drive, P.O. Box 2681 GT,
George Town, Grand Cayman KY1-1111,
Cayman Islands,
British West Indies

Principal Place of Business in Hong Kong:

Units 4607-8, 46th Floor,
COSCO Tower,
No.183 Queen’s Road Central,
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one proxy or more proxies (if hold more than one share) to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the principal place of business of the Company in Hong Kong at Units 4607-8, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The register of members of ordinary shares of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to ascertain the right to attend the forthcoming extraordinary general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 22 August 2023.
- (6) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.chinasofti.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify holders of ordinary shares of the Company of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Holders of ordinary shares of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer), Dr. He Ning (Vice Chairman) and Dr. Tang Zhenming, two non-executive Directors, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and two independent non-executive Directors, namely Dr. Lai Guanrong and Professor Mo Lai Lan.